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Liquidating Trust*

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*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X	
In re:	: Chapter 11
	:
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	: Case No. 08-35653 (KRH)
	:
Debtors.	: Jointly Administered
	:
-----X	

**ELEVENTH ORDER REGARDING LIQUIDATING TRUST'S NINTH OMNIBUS
OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN
MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN INVALID
CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS,
AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Ninth Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a status conference on April 11, 2013 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2013

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
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*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

In re Circuit City Stores, et al.

Case No. 08-35653 (KRH)

**Exhibit A to Eleventh Order Regarding Liquidating Trust's Ninth Omnibus Objection to Landlord Claims
Alphabetical Listing of Claims for Which Status Conference Will Take Place on April 11, 2013 at 2:00 p.m.**

Claim Holder	Claim	Exhibit
Abilene Ridgemont LLC c o Douglas C Noble Esq Phelps Dunbar LLP PO Box 23066 Jackson, MS 39225-3066	14599	Exhibit C Partially Invalid Claims to be Reduced
Abilene Ridgemont LLC c o Douglas C Noble Esq Phelps Dunbar LLP PO Box 23066 Jackson, MS 39225-3066	12241	Exhibit G Amended Claims to be Expunged
Alamonte Springs Real Estate Associates LLC Attn David Gould c/o Yale Realty Services 501 Washington Ave Pleasantville, NY 10570	5548	Exhibit C Partially Invalid Claims to be Reduced
Altamonte Springs Real Estate Associates LLC c o Shiela deLa Cruz Esq Hirschler Fleischer PC PO Box 500 Richmond, VA 23218-0500	13636	Exhibit G Amended Claims to be Expunged
Altamonte Springs Real Estate Associates LLC c o Shiela deLa Cruz Michael P Falzone Hirschler Fleischer, PC Post Office Box 500 <u>Richmond, Virginia 23218-0500</u>	14807	Exhibit C Partially Invalid Claims to be Reduced
Altamonte Springs Real Estate Associates LLC c/o Shiela deLa Cruz Esq Hirschler Fleischer PC PO Box 500 Richmond, VA 23218-0500	12314	Exhibit C Partially Invalid Claims to be Reduced

Claim Holder	Claim	Exhibit
Ave Forsyth LLC Cousins 335932 11 Attn Dustin P Branch Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067	14129	Exhibit E Invalid Claims to be Expunged
Ave Forsyth LLC Cousins Store No 4252 Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Pk E 26th Fl Los Angeles, CA 90067	9506	Exhibit C Partially Invalid Claims to be Reduced
Bank of America National Association as successor by merger to LaSalle Bank National Association fka LaSalle National Bank Attn: Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9724	Exhibit E Invalid Claims to be Expunged
Brandywine Operating Partnership LP LeClairRyan, A Professional Corporation Niclas A. Ferland, Admitted Pro Hac Vice Ilan Markus 555 Long Wharf Dr., 8th Fl. New Haven, CT 06511	13723	Exhibit E Invalid Claims to be Expunged
Carriage Crossing Market Place LLC Attn Eric T Ray Balch & Bingham LLP 1901 Sixth Ave N Ste 1500 PO Box 306 Birmingham, AL 35201-4642	14022	Exhibit E Invalid Claims to be Expunged
CC Properties LLC Attn Michelle Ingle c o FBL Financial Group Inc 5400 University Ave West Des Moines, IA 50266	14002	Exhibit C Partially Invalid Claims to be Reduced
CC Properties LLC Attn: Michelle Ingle c/o FBL Financial Group, Inc. 5400 University Ave. West Des Moines, IA 50266	13973	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
CC Properties LLC Attn: Michelle Ingle c/o FBL Financial Group, Inc. 5400 University Ave. West Des Moines, IA 50266	14001	Exhibit E Invalid Claims to be Expunged
Centro Properties Group t a Sun Plaza Walton Beach FL c o David L Pollack esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12623	Exhibit C Partially Invalid Claims to be Reduced
Centro Properties Group t a Sun Plaza Walton Beach FL c o David L Pollack esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12678	Exhibit C Partially Invalid Claims to be Reduced
Centro Properties Group ta Dickson City Crossing Dickson City PA c/o David L. Pollack Ballard Spahr Andrews & Ingersoll 1735 Market St., 51st Fl. Philadelphia, PA 19103	12920	Exhibit C Partially Invalid Claims to be Reduced
Centro Properties Group ta Dickson City Crossing Dickson City PA c/o David L. Pollack Ballard Spahr Andrews & Ingersoll 1735 Market St., 51st Fl. Philadelphia, PA 19103	12528	Exhibit C Partially Invalid Claims to be Reduced
Centro Properties Group ta Dickson City Crossing Dickson City PA c/o David L. Pollack Ballard Spahr Andrews & Ingersoll 1735 Market St., 51st Fl. Philadelphia, PA 19103	12920	Exhibit D Claims to be Reclassified
Centro Properties Group ta University Commons Greenville Greenville NC c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	12557	Exhibit C Partially Invalid Claims to be Reduced

Claim Holder	Claim	Exhibit
Chandler Gateway Partners LLC Macerich 203270 1461 Attn Dustin P Branch Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067	13990	Exhibit E Invalid Claims to be Expunged
Chandler Gateway Partners LLC Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067	13939	Exhibit C Partially Invalid Claims to be Reduced
Chino South Retail PG LLC c/o William A. Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St., Ste. 2300 Houston, TX 77002	8990	Exhibit E Invalid Claims to be Expunged
Chino South Retail PG LLC c/o William A. Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St., Ste. 2300 Houston, TX 77002	8990	Exhibit F Late Filed Claims to be Expunged
Circuit Investors No 2 Ltd A Texas Partnership c o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl New Haven., CT 06511	12165	Exhibit C Partially Invalid Claims to be Reduced
CP NORD DU LAC JV LLC C/O HEATHER A. LEE BURR & FORMAN LLP 420 N. 20TH ST., STE. 3400 BIRMINGHAM, AL 35203	9641	Exhibit E Invalid Claims to be Expunged
CP NORD DU LAC JV LLC C/O HEATHER A. LEE BURR & FORMAN LLP 420 N. 20TH ST., STE. 3400 BIRMINGHAM, AL 35203	9641	Exhibit F Late Filed Claims to be Expunged
Crossgates Commons NewCo LLC Attn: Kevin M. Newman, Esq. Menter Rudin & Trivelpiece PC 308 Maltbie St., Ste. 200 Syracuse, NY 13204-1498	13848	Exhibit C Partially Invalid Claims to be Reduced
Crossgates Commons NewCo LLC Attn: Kevin M. Newman, Esq. Menter Rudin & Trivelpiece PC 308 Maltbie St., Ste. 200 Syracuse, NY 13204-1498	13020	Exhibit C Partially Invalid Claims to be Reduced

Claim Holder	Claim	Exhibit
CWCapital Asset Management LLC, as Special Servicer for Bank of America N A Michael J. McGregor 11200 Rockville Pike, Ste. 300 Rockville, MD 20852	12728	Exhibit E Invalid Claims to be Expunged
CWCapital Asset Management LLC, as Special Servicer for Bank of America NA Successor by Merger to LaSalle Bank NA as Trustee for the Holders of Nomura Asset Securities Corporation Commercial Mortgage Pass Through Certificates Series 1998 D6 Attn: Lawrence A. Katz & Kristen E. Burgers 8010 Towers Crescent Dr., Ste. 300 Vienna, VA 22182-2707	13978	Exhibit E Invalid Claims to be Expunged
Diamond Square LLC and Builder Square LLC Edward C. Tu, Esq. Law Offices of Edward C. Tu A Professional Corporation 750 E. Green St., Ste. 209 Pasadena, CA 91101	14357	Exhibit C Partially Invalid Claims to be Reduced
DIAMOND SQUARE LLC 900 S. SAN GABRIEL BLVD., NO. 100 SAN GABRIEL, CA 91776	9177	Exhibit C Partially Invalid Claims to be Reduced
DIAMOND SQUARE LLC 900 S. SAN GABRIEL BLVD., NO. 100 SAN GABRIEL, CA 91776-2763	12694	Exhibit E Invalid Claims to be Expunged
FC Woodbridge Crossing LLC Attn Rachel M Harari Esq Forest City Ratner Companies LLC 1 Metrotech Center N Brooklyn, NY 11201	12817	Exhibit C Partially Invalid Claims to be Reduced
Federal Realty Investment Trust ta Quince Orchard Shopping Center Gaithersburg MD c o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12545	Exhibit C Partially Invalid Claims to be Reduced

Claim Holder	Claim	Exhibit
Federal Realty Investment Trust ta Quince Orchard Shopping Center Gaithersburg MD c o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12546	Exhibit C Partially Invalid Claims to be Reduced
GECCMC 200S-C2 LUDWIG DRIVE, LLC clo Mindy A. Mora, Esq. Bilzin Sum berg Baena Price & Axelrod LLP 200 South Biscayne Blvd., Suite 2500 Miami, Florida 33131	14402	Exhibit C Partially Invalid Claims to be Reduced
GECCMC 200S-C2 LUDWIG DRIVE, LLC clo Mindy A. Mora, Esq. Bilzin Sum berg Baena Price & Axelrod LLP 200 South Biscayne Blvd., Suite 2500 Miami, Florida 33131	14402	Exhibit F Late Filed Claims to be Expunged
Green Tree Mall Associates Macerich 203270 1462 c/o Dustin P. Branch, Esq. Katten Muchin Rosenman LLP 2029 Century Park E., 26th Fl. Los Angeles, CA 90067	14111	Exhibit C Partially Invalid Claims to be Reduced
Green Tree Mall Associates Thomas J. Leanse, Esq. c/o Katten Muchin Rosenman LLP 2029 Century Park E., 26th Fl. Los Angeles, CA 90067	13941	Exhibit C Partially Invalid Claims to be Reduced
Hickory Ridge Pavillion LLC Legal Department 1800 Moler Rd Columbus, OH 43207	9247	Exhibit C Partially Invalid Claims to be Reduced
Johnson City Crossing LP Laurance J. Warco Sutherland Asbill & Brennan LLP 999 Peachtree St. NE Atlanta, GA 30309-3996	12564	Exhibit C Partially Invalid Claims to be Reduced
Johnson City Crossing, L.P. c/o Laurance J. Warco Sutherland Asbill & Brennan LLP 999 Peachtree Street, NE Atlanta, GA 30309-3996	14966	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Key Bank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202	12423	Exhibit C Partially Invalid Claims to be Reduced
KeyBank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer on behalf of Bank of America NA successor by Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202	12399	Exhibit E Invalid Claims to be Expunged
MAGNA TRUST COMPANY TRUSTEE C/O CIRCUIT CITY PARTNERSHIP 2144 S. MACARTHUR BLVD. SPRINGFIELD, IL 62704	12673	Exhibit C Partially Invalid Claims to be Reduced
Magna Trust Company Trustee Peter J. Barrett and Kimberly A. Pierro Kutak Rock LLP 1111 E. Main St., Ste. 800 Richmond, VA 23219	13763	Exhibit C Partially Invalid Claims to be Reduced
Mayfair ORCC Business Trust c/o Katharine Battaia Thompson and Knight LLP 1722 Routh St., Ste. 1500 Dallas, TX 75201	14247	Exhibit C Partially Invalid Claims to be Reduced
Novogroder Companies Inc John Hancock Ctr 875 N Michigan Ave Chicago, IL 60611	14302	Exhibit C Partially Invalid Claims to be Reduced
ORIX Capital Markets LLC c o Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202	12495	Exhibit C Partially Invalid Claims to be Reduced
ORIX Capital Markets LLC c o Lawrence A Katz Kristen E Burgers 8010 Towers Crescent Dr Ste 300 Vienna, VA 22182-2707	14244	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
ORIX Capital Markets LLC c o Lawrence A Katz Kristen E Burgers 8010 Towers Crescent Dr Ste 300 Vienna, VA 22182-2707	14242	Exhibit C Partially Invalid Claims to be Reduced
Park National Bank Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011	11750	Exhibit C Partially Invalid Claims to be Reduced
Park National Bank Attn: Richard C. Maxwell c/o Woods Rogers PLC 10 S Jefferson St., Ste. 1400 PO Box 14125 Roanoke, VA 24011	11752	Exhibit G Amended Claims to be Expunged
PARKER BULLSEYE LLC WOODBURY CORPORATION 2733 EAST PARLEYS WAY STE 300 SALT LAKE CITY, UT 84109	13808	Exhibit C Partially Invalid Claims to be Reduced
PARKER BULLSEYE LLC WOODBURY CORPORATION 2733 EAST PARLEYS WAY STE 300 SALT LAKE CITY, UT 84109	11757	Exhibit C Partially Invalid Claims to be Reduced
Rockwall Crossings Ltd Attn: James S. Carr, Esq. & Robert L. LeHane, Esq. Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	13423	Exhibit C Partially Invalid Claims to be Reduced
Rockwall Crossings Ltd. Attn: James S. Carr, Esq. Robert L LeHane, Esq. Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	12671	Exhibit C Partially Invalid Claims to be Reduced
Save Mart Supermarkets, a California Corporation Paul S. Bliley Jr. Esq. Williams Mullen PO Box 1320 Richmond, VA 23218-1320	13418	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
The Village at Rivergate Limited Partnership c/o Scott M Shaw Esq Husch Blackwell Sanders LLP 2030 Hamilton Pl Blvd Ste 150 Chattanooga, TN 37421	14476	Exhibit C Partially Invalid Claims to be Reduced
TUP 340 Company LLC Louis F. Solimine, Esq. Thompson Hine LLP 312 Walnut St., Ste. 1400 Cincinnati, OH 45202	4807	Exhibit C Partially Invalid Claims to be Reduced
U.S. Bank National Association as purchaser of assets of Park National Bank Attn: Richard C. Maxwell c/o Woods Rogers PLC 10 S Jefferson St., Ste. 1400 Roanoke, VA 24011	14802	Exhibit E Invalid Claims to be Expunged
United States Debt Recovery V LP 940 Southwood Bl., Ste. 101 Incline Village, NV 89451	12735	Exhibit G Amended Claims to be Expunged
United States Debt Recovery V LP 940 Southwood Bl., Suite 101 Incline Village NV 89451	12588	Exhibit G Amended Claims to be Expunged
United States Debt Recovery V LP 940 Southwood Bl., Suite 101 Incline Village NV 89451	12589	Exhibit G Amended Claims to be Expunged
US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq 10 S Jefferson St Ste 1400 Roanoke VA 24011	14796	Exhibit E Invalid Claims to be Expunged
Victoria Estates LTD Magpond LLC Magpond A LLC and Magpond B LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178	9953	Exhibit E Invalid Claims to be Expunged
Weingarten Nostat, Inc. Attn: James S. Carr and Robert L. LeHane Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	13982	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Weingarten Nostat, Inc. Attn: Jenny J. Hyun, Esq. c/o Weingarten Realty Investors 2600 Citadel Plz. Dr., Ste. 125 Houston, TX 77008	12632	Exhibit C Partially Invalid Claims to be Reduced
WR I Associates LTD Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave	13451	Exhibit E Invalid Claims to be Expunged
WR I Associates LTD Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178	13438	Exhibit C Partially Invalid Claims to be Reduced
WR I Associates LTD Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178	14903	Exhibit C Partially Invalid Claims to be Reduced